Nos. 1090 and 1101

MAY 27 1965
JOHN F. DAVIS, CLERK

In the Supreme Court of the United States

OCTOBER TERM, 1964

CASCADE NATURAL GAS CORPORATION,
Appellant,
vs.
UNITED STATES OF AMERICA, EL PASO NATURAL GAS COMPANY and PACIFIC NORTHWEST PIPELINE CORPORATION,
Appellees.
No. [redacted] 4

PEOPLE OF THE STATE OF CALIFORNIA,
Appellant,
vs.
UNITED STATES OF AMERICA, EL PASO NATURAL GAS COMPANY and PACIFIC NORTHWEST PIPELINE CORPORATION,
Appellees.
No. [redacted] 5

On Appeal from the United States District Court
For the District of Utah, Central Division

Statement Supplementing Motions of El Paso Natural Gas Company to Dismiss or Affirm

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Nos. 1090 and 1101

In the Supreme Court of the United States

OCTOBER TERM, 1964

CASCADE NATURAL GAS CORPORATION, *Appellant*, vs. UNITED STATES OF AMERICA, EL PASO NATURAL GAS COMPANY, and PACIFIC NORTHWEST PIPELINE CORPORATION, *Appellees.*	No. 1090
PEOPLE OF THE STATE OF CALIFORNIA, *Appellant*, vs. UNITED STATES OF AMERICA, EL PASO NATURAL GAS COMPANY and PACIFIC NORTHWEST PIPELINE CORPORATION, *Appellees.*	No. 1101

On Appeal from the United States District Court
For the District of Utah, Central Division

Statement Supplementing Motions of El Paso Natural Gas Company to Dismiss or Affirm

On May 15, 1965, Appellee El Paso Natural Gas Company ("El Paso") filed its alternative motions to dismiss or affirm in these appeals by Cascade Natural Gas Corporation and William M. Bennett from orders denying their applications

to intervene in pending divestiture proceedings in *United States v. El Paso Natural Gas Company,* Civil No. 143-57 in the Court below.

At the time El Paso's motions were filed, the divestiture proceedings were incomplete and no decree had been entered.

On May 24, 1965, the United States and El Paso filed a stipulation in the Court below for entry of an agreed decree of divestiture in the form attached to the stipulation. The stipulation provides that the District Court may enter the agreed decree *sua sponte* or on the motion of either party at any time following expiration of 30 days after filing of the stipulation, during which period the District Court may hear from any affected person as *amicus curiae* and change the provisions of the decree.

Thus appellants and all other persons deeming themselves adversely affected have until June 23, 1965, within which to appear before the District Court and object to the agreed divestiture decree.

Under the decree a new company will be organized to serve the natural gas markets in the Pacific Northwest formerly served by Pacific Northwest Pipeline Corporation and such other markets for natural gas as the management of the new company may determine to seek out and enter. El Paso will transfer to the new company, in exchange for stock, assets found in the decree to be adequate to establish an independent gas pipeline company capable of providing future competition to El Paso and other natural gas pipeline companies.

Within three years after the asset transfer El Paso will be required by the decree to divest itself of all shares of stock in the new company received in exchange for the assets by public sale or by distribution to El Paso's common shareholders in exchange for shares of El Paso common

stock. An El Paso stockholder who exchanges his shares for stock in the new company will be prohibited from owning any other El Paso common stock immediately thereafter.

The stipulation and decree are set forth in full in an appendix hereto for the information of the Court.

Respectfully submitted,

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El Paso Natural Gas Company

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Appendix

United States District Court
District of Utah, Central Division

Civil Action No. 143-57

United States of America,
Plaintiff,

vs.

El Paso Natural Gas Company and Pacific Northwest Pipeline Corporation,
Defendants.

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that a Decree For Divestiture in the form hereto attached may be filed and entered by the Court either upon the motion of either party or upon the Court's own motion at any time after the expiration of thirty (30) days following the date of filing of this Stipulation. It is further stipulated that within said thirty days the Court may hear the view of any affected person as an amicus curiae and may change the provisions of said Decree for Divestiture provided, however, that in the event the Court modifies said Decree For Divestiture without the

consent of both the parties then either party may withdraw its consent to the entry of the Decree for Divestiture.

Dated: May 24, 1965

For the Plaintiff:

UNITED STATES OF AMERICA

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William H. Orrick, Jr.
Assistant Attorney General
Antitrust Division

WILLIAM D. KILGORE, JR.
William D. Kilgore, Jr.

LARRY L. WILLIAMS
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For the Defendant:

EL PASO NATURAL GAS COMPANY
GREGORY A. HARRISON
ATHERTON PHLEGER
ROBERT S. DAGGETT

United States District Court
District of Utah, Central Division

Civil Action No. 143-57

United States of America,
Plaintiff,

vs.

El Paso Natural Gas Company and Pacific Northwest Pipeline Corporation,
Defendants.

DECREE FOR DIVESTITURE

Plaintiff filed its complaint herein on July 22, 1957, and its amendment thereto on October 31, 1960. Defendants appeared and filed their answer on November 12, 1957. The action was tried by this Court and on November 20, 1962, a judgment was entered dismissing the action. Plaintiff appealed from the judgment. On April 6, 1964, the Supreme Court of the United States reversed the judgment of this Court and directed it to order divestiture without delay. The mandate of the Supreme Court of the United States was filed in this Court on May 5, 1964. This Decree for Divestiture is for the purpose of establishing an independent gas pipeline company capable of providing future competition to El Paso and other natural gas pipeline companies. This Decree for Divestiture has been agreed to by the parties after extensive hearings and conferences, and the Court.

Now, THEREFORE, it is hereby ORDERED, ADJUDGED AND DECREED:

I.

As used in this Decree:

(A) "El Paso" shall mean the Defendant El Paso Natural Gas Company;